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**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEVADA**

JAMES V. DEPPOLETO JR.,  
Plaintiff,

v.

TAKEOVER INDUSTRIES,  
INCORPORATED, *et al.*  
Defendant.

Case NO. 2:22-cv-02013-GMN-BNW

**DEFENDANTS' REPLY TO  
PLAINTIFF'S OPPOSITION TO  
MOTION FOR LEAVE TO FILE  
DOCUMENTS UNDER SEAL or,  
ALTERNATIVELY FOR IN CAMERA  
INSPECTION**

COME NOW Defendants by and through counsel S. Don Bennion of the Law Office of S. Don Bennion, and Jeffrey Whitehead Esq., of Whitehead & Burnett, and pursuant to LR IA 10-5, hereby submit the following Reply to Plaintiff's Opposition to Motion for Leave to File Documents Under Seal or Alternatively for In Camera Submission under LR IA 10-4 ("Reply"). The subject documents were previously produced to Plaintiff as DEF01113 to

1 DEF01135, and identified as Exhibit H, 0074 to 0097 in support of Defendants' Opposition  
2 Response to Motion for Partial Summary Judgment.

3 **MEMORANDUM OF POINTS AND AUTHORITIES**

4 The documents submitted by Defendants under seal identified as Exhibit H, 0074 to  
5 0097, contain the following statement at the bottom of pages 0076 to 0096: "Confidential -  
6 Takeover Industries, Inc. – All Rights Reserved." The first and last pages of Exhibit H do not  
7 contain the aforesaid statement. See Exhibit H.

8 Accordingly, there are "compelling reasons" to submit these documents under seal to  
9 the Court. *Center for Auto Safety v. Chrysler Grp. LLC*, 809 F.3d 1092, 1096 (9<sup>th</sup> Cir. 2016).  
10 By definition, the documents set for in Exhibit H are designated "confidential" and subject  
11 protection by the Court.

12 Exhibit B to Defendants instant Motion for Leave to File Documents Under Seal or,  
13 Alternatively for In Camera Inspection contains the Declaration of Michael Holley submitted in  
14 support of Defendants' Opposition Response to Plaintiff's Motion for Partial Summary  
15 Judgment which demonstrates that proposed Exhibit H contains "true and correct copies of  
16 documents contained in the Takeover computer files I reviewed after the Board of Directors as  
17 reconstituted November 7, 2022, gained access to these Company records including email(s)  
18 correspondence, presentation plans, marketing plans and other documents unknown to me prior  
19 to December 2022." See Declaration of Michael Holley, p. 3, para. 8, to Defendants'  
20 Opposition Response to Motion for Partial Summary Judgment.

21  
22 **CONCLUSION**

23 In summary, this Court should approve of Defendants' Motion For Leave To File  
24 Documents Under Seal, or, Alternatively For In Camera Inspection filed in concert with and in

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support of Defendants' Opposition Response To Motion For Summary Judgment.

DATED this 21<sup>st</sup> day of February 2025.

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**CERTIFICATE OF SERVICE**

On February 21<sup>st</sup>, 2025 I served the following document(s):

1. The document(s) were served in accordance with LR IC 4-1(c) by the following means to the person(s) as listed below:

**REPLY TO PLAINTIFF'S OPPOSITION TO DEFENDANTS' MOTION FOR LEAVE  
TO FILE DOCUMENTS UNDER SEAL or IN THE ALTERNATIVE FOR IN  
CAMERA INSPECTION**

**X** a. ECF System

And all other parties requesting notice.

b. US mail, postage prepaid

c. Personal Service:

d. By direct email (as opposed to the ECF system): Based upon the written agreement of the parties to accept service by email or a court order, I caused the document(s) to be sent to the person(s) at the email addresses listed below. I did not receive, within a reasonable time after transmission, any electronic message or other indication that the transmission was unsuccessful.

**James Patrick Shea, Esq.**

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Nevada Bar NO. 8538

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9 ☐ e. By fax transmission

10 Based upon the written agreement of the parties to accept service by fax transmission  
11 or a court order, I faxed the document(s) to the person(s) at the fax numbers listed below. No  
12 error was reported by the fax machine that I used. A copy of the record of the fax transmission  
13 is attached.

14 ☐ f. By messenger

15 I served the document(s) by placing them in an envelope or package addressed to the  
16 person(s) at the addresses listed below and providing them to a messenger for service.

17 I declare under penalty of perjury that the foregoing is true and correct.

18 /s/ S. Don Bennion, Esq  
19 Law Office of S. Don Bennion  
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